

1. QUALIFICATIONS AND EXPERIENCE

- a. *Identify the legal structure of the firm or consortium of firms making the proposal. Identify the organizational structure for the project, the management approach, and how each partner and major subcontractor in the structure fits into the overall team. All members of the private entity's team, including major subcontractors known to the proposer must be identified at the time a proposal is submitted for the Conceptual Stage. Identified team members, including major subcontractors, may not be substituted or replaced once a project is approved and comprehensive agreement entered into, without the written approval of the County. Include the status of any Virginia licensing requirements imposed on each partner, proposer, contractor, and major subcontractor.*

LEGAL STRUCTURE

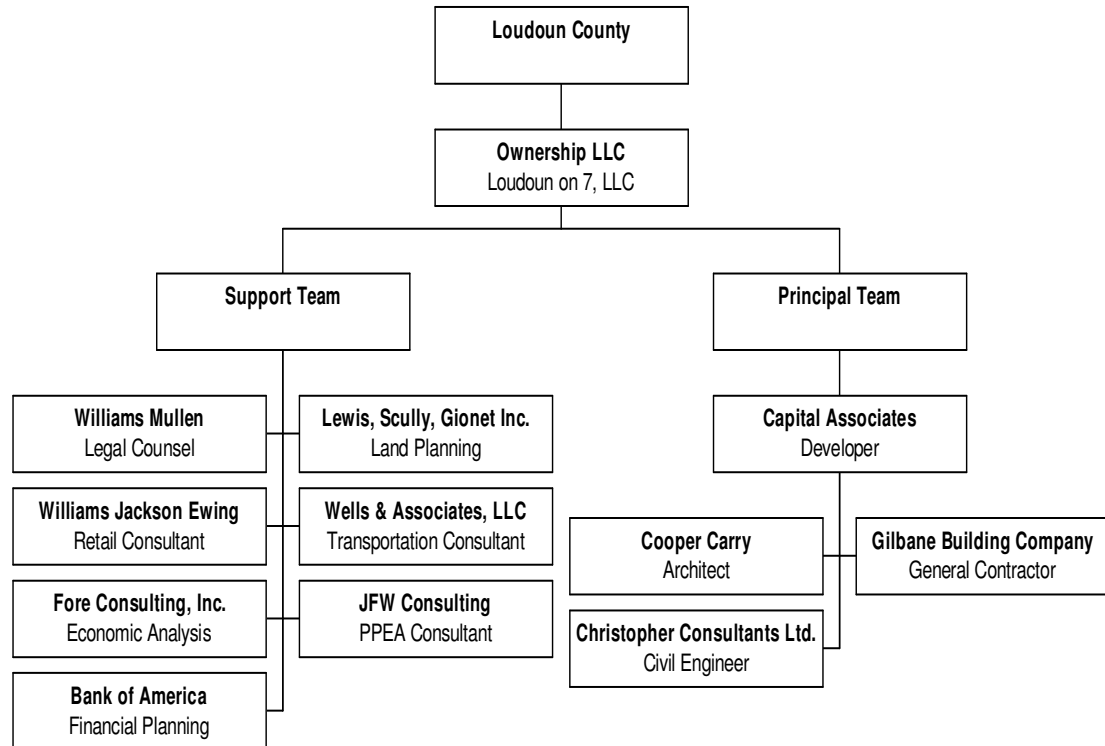
This proposal is submitted by Loudoun on 7, LLC, the ownership of which is described below. Loudoun on 7, LLC was established exclusively to serve Loudoun County on this important project, and it has engaged Capital Associates to serve as its project coordinator. The team which Capital Associates has assembled comprises of award-winning, top-performing consultant firms with the expertise, depth of resources, local presence, quality-oriented and client-centered focus to ensure the Government Administrative Center is an unparalleled source of community pride for Loudoun County.

The majority ownership interest in Loudoun on 7, LLC is held (through various entities) by Richardson Properties, LLC. The remaining interests are held (again, through various entities) by Capital Associates and certain of its partners and affiliates. Ownership of the site is consistent with ownership of Loudoun on 7, LLC.

1. QUALIFICATIONS AND EXPERIENCE

ORGANIZATIONAL STRUCTURE

Capital Associates will manage and coordinate all development functions including regulatory approval, design and construction through all phases of the development. Timeliness and cost effectiveness will be ensured by drawing on Capital Associates' collective resources to provide optimal expertise for each aspect of the project.



MANAGEMENT APPROACH

The Capital Associates team is organized by function. The principal team members (Principal Team) and the supporting (Support Team) are identified below. This team presents a vast array of complimentary local and national talent and resources with the project-specific knowledge to ensure the highest level of performance to work in close partnership with the County.

Principle Team

- Capital Associates – Primary point of contact and leader of the development and design-build team
- Gilbane Building Company – General contractor
- Cooper Carry – Architecture and place-making
- Christopher Consultants Ltd. – Civil engineering and surveying

1. QUALIFICATIONS AND EXPERIENCE

Support Team

- Williams Mullen – Legal counsel
- Lewis Scully Gionet, Inc. – Land planning and landscape architecture
- Wells & Associates, LLC – Transportation and traffic engineering
- Williams Jackson Ewing – Retail consultant
- Fore Consulting, Inc. – Economic analysis
- JFW Consulting – PPEA implementation consulting
- Bank of America Securities – Financial plan, structure and implementation

BUSINESS LICENSES

Principal Team

Capital Associates:

City of Alexandria License Number 38324-01 Category 9-1-2-000 Type:

Builder/Developer, expires December 31, 2007

DPOR License Number 0226 006815, expires July 31, 2008

Gilbane Building Company:

Virginia License 2701 004552A, expires October 31, 2008

Cooper Carry:

Business License No: 33131-01

9-071-004 Prof'l Occupations / Businesses Architect

Christopher Consultants:

Virginia 0411 000047, expires February 29, 2008

Loudoun County: B604876, expires March 1, 2007

Support Team

Williams Mullen:

Individual team members are licensed to practice law in Virginia

Lewis Scully Gionet, Inc.:

DPOR License Number 0407 003078, expires December 31, 2007

Wells & Associates:

Town of Leesburg is 06-00004201 expires December 31, 2007

1. QUALIFICATIONS AND EXPERIENCE

Williams Jackson Ewing:

Individual team members are licensed in Maryland

Fore Consulting, Inc.:

BPOL: 0633395 Expires March 31, 2007

JFW Consulting:

Business License (BPOL) License # 0636425

Expires 3/01/07

Bank of America Securities LLC: Team members are licensed to conduct business within the Commonwealth of Virginia.

a – Also identify the senior principal who will execute the Comprehensive Agreement on behalf of the firm or consortium.

Hugh D. Little, as manager of Loudoun on 7, LLC, will execute the Comprehensive Agreement. Mr. Little is also the founder and general partner of Capital Associates.

1. QUALIFICATIONS AND EXPERIENCE

- b. *Describe the experience of the firm or consortium of firms making the proposal, the key principals and project managers involved in the proposed project including experience with projects of comparable size and complexity, including prior experience bringing similar projects to completion on budget and in compliance with design, land use, service, and other standards. Describe the past safety performance record and current safety capabilities of the firm or consortium of firms. Describe the past technical performance history on recent projects of comparable size and complexity, including disclosure of any legal claims, of the firm or consortium of firms. Describe the length of time in business, business experience, public sector experience, and other engagements of the firm or consortium of firms. Include the identity of any firms that will provide design, construction and completion guarantees and warranties, and a description of such guarantees and warranties.*

PRINCIPAL TEAM

Capital Associates

Capital Associates was formed in 1983 as a full-service commercial and real estate development company. Since then, the privately-held organization has developed over 3 million square feet of space and currently manages a privately-held portfolio of approximately 3 million square feet. Capital Associates core competency is the hands-on management of each and every detail. This process begins when a project is conceived and extends throughout the duration of the project. Capital Associates operates as a single source for the management of design and construction, financing and marketing, as well as asset and property management. Bringing partners and clients a wide range of experience in leasing, sales and acquisitions completes Capital Associates' full spectrum of real estate services.

Capital Associates is a group of dynamic and talented professionals who have worked on behalf of many different owners, including Deansbank (Church of England Pension Fund), AEW Capital Management, Assurant Asset Management, IBUS (Netherlands Investment Group) and other private partnerships. Two-thirds of Capital's daily revenue derives from leasing and management services for other building owners. Capital Associates manages each property to grow and maximize the ownership equity.

All of Capital Associates' projects and services reflect insistence on quality and attention to detail. Convinced that an attractive and comfortable living environment of the highest quality translates into a more enjoyable and productive lifestyle, Capital Associates is committed to providing a superior level of service and expertise on every project. Planning, design, financing, construction, marketing and management are all carefully orchestrated to meet the needs of each client. The source of Capital Associates' superior performance and quality emphasis is the diversity of experience and professionalism of its employees.

1. QUALIFICATIONS AND EXPERIENCE

Gilbane Building Company

Gilbane Building Company is a business division of Gilbane Inc., a privately-held, full-service construction manager and general contractor. Gilbane will act as the Construction Manager/General Contractor for the new Loudoun County Government Administrative Center throughout the design and construction phases and will be responsible for delivering high-quality facilities to the County on-time and within budget.

As a 133-year old firm, Gilbane operates offices in 22 cities around the country, employs over 1,700 professionals, and is presently averaging nearly \$3 billion a year in construction volume. Gilbane has been a builder in the Commonwealth of Virginia for decades, with a focus on public sector, institutional and commercial development. Currently, Gilbane is completing the \$90 million restoration of the Virginia Capitol Building, one of the highest visibility and most significant projects now underway in the Commonwealth.

Gilbane has a strong track record in delivering complex development projects in the local marketplace including landmark facilities such as the Center for Innovative Technology (CIT) development in Fairfax County. Most recently, our team delivered over 2 million square feet and over \$400 million in construction value for the headquarters campus of Human Genome Sciences in Rockville. This development involved construction of nine buildings set in a 68-acre campus, delivered over the course of nine years. Each building was delivered on time and within budget and with a high degree of client satisfaction.

Gilbane is committed to maximizing local, small, minority and women-owned business participation on all of our projects, whether or not the owner mandates it. Our Mid-Atlantic Regional office employs proven approaches that will maximize opportunities for local participation on this project, including extensive outreach events, innovative strategies to bid packaging and mentoring initiatives.

One of the nation's oldest builders, Gilbane was founded in 1873 by William Gilbane as a family-run carpentry and general contracting business in Providence, Rhode Island. Today, Gilbane is a nationally-ranked, diversified contractor with challenging, highly-visible projects. *Engineering News Record* ranks us as the nation's 6th largest builder. Within our industry, Gilbane is ranked No. 1 in the use of innovative technology by *InfoWeek*, and the company is recognized as one of the safest contractors in the United States. This commitment to safety has resulted in Gilbane receiving an Associated General Contractors "Safety Award of Excellence" two years in a row for work-hours performed without a lost time accident.

Gilbane Inc. has been licensed to transact business in Virginia since 1957. Gilbane Building Company, a recently formed business division (1998) within Gilbane Inc., has been licensed to transact business in Virginia since 1998. Virginia License 2701 004552A, expiration 10/31/08.

1. QUALIFICATIONS AND EXPERIENCE

Cooper Carry

Since its founding in 1960, Cooper Carry has established a reputation for thoughtful design in a wide range of project types: urban design and planning; mixed use centers; corporate and investment office buildings; hotels; conference and convention centers; retail malls and specialty centers; as well as residential and educational facilities.

Cooper Carry is a firm comprised of the following design professions: planning, architecture, interior design, landscape architecture and graphic design. This internal structure has enabled the firm to provide its clients with a more thoughtful and comprehensive approach to the design of their projects, one which integrates the design of a building to its context and to its interior functionality.

Cooper Carry's experience in planning projects like the Loudoun County Government Administrative Center incorporates our philosophy that the spaces between the buildings are as important as the buildings themselves. Cooper Carry has a broad history of working with clients that require multiple building configurations. This is most evident in work done for Barnett Banks, Inc., in Jacksonville, Florida, (now the Bank of America campus), a 90-acre corporate campus that includes eight buildings, hardscape areas, landscaping, and wetland preserves. With campus configurations, buildings take on both iconic roles and background roles. Our experience in campus developments with multiple buildings leads us to analyze the program to determine which portions are part of the welcoming iconic design for visitors and residents, and which buildings create a great working environment for employees.

Our work in the Washington region is extensive, including partnerships with Prentiss Properties (Fairview Park), The JBG Companies (800/950 N. Glebe Road), Crimson Partners/Trammell Crow Company Washington (Dulles Station), and Akridge (The Spectrum). These projects reflect various aspects of both urban and sub-urban campus configurations.

Through the firm's Atlanta, New York and Alexandria, Virginia offices, Cooper Carry has been privileged to provide this quality of holistic design services to many of the nation's most prominent owners, including public/private ventures, public-sector agencies, universities, corporations and developers.

Christopher Consultants

Christopher Consultants, Ltd. (CCL) was founded in 1982, and has been providing civil engineering, land planning, urban design, landscape architecture and surveying services in the Washington metropolitan area for 25 years. CCL currently consists of six production offices, and a corporate office, and has a total of 205 employees.

CCL has designed residential, industrial, office, transit and municipal projects throughout Northern Virginia and beyond. The firm provides land development engineering for innovative new communities, mixed-use and planned developments, parks, schools and

1. QUALIFICATIONS AND EXPERIENCE

church designs, site-specific design for commercial and industrial recreational uses, BMP facilities, and innovative storm water management solutions. CCL also provides land surveying services including ALTA surveys, topographic surveys, and GPS activities, using the latest surveying software and technology. In addition, CCL provides environmental design services and has three LEED accredited professionals on staff.

CCL's major municipal projects include work for the Washington Metropolitan Area Transit Authority (WMATA) on its METRO rail system; term contracts with George Mason University, Arlington County, Virginia and the Fauquier County, Virginia school system; the Powhatan Springs Skate Park in Arlington, Virginia; the Sully Post Office in Centreville, Virginia for the United States Postal Service; and Selden's Landing Elementary School in Loudoun County, Virginia.

SUPPORT TEAM

Williams Mullen

Williams Mullen provides comprehensive legal service to regional, national and international business clients. With 250 attorneys and offices in Virginia, Washington, D.C. and London, the firm delivers innovative solutions to support its clients' diverse activities. Comprehensive knowledge, broad-ranging experience and an extensive application of new technology and legal information services have been the foundation of Williams Mullen's progressive approach to law practice since the firm was founded more than 90 years ago.

Williams Mullen attorneys have extensive experience in working with businesses and governmental entities seeking public-private partnering arrangements. The firm has assisted partnership efforts to create public transportation facilities, schools, correctional facilities, parking facilities, office buildings, luxury hotels, entertainment and athletic complexes, public parks and golf courses, among others.

In Virginia, Williams Mullen has been extensively involved in dozens of proposals under the Virginia Public-Private Education Facilities and Infrastructure Act of 2002 (PPEA) and the Virginia Public-Private Transportation Act of 1995 (PPTA). This involvement has included the drafting and negotiation of numerous Interim Agreements and Comprehensive Agreements with local governments, school boards, regional authorities and the Commonwealth's Department of Transportation. With respect to the PPEA, the firm's lawyers were instrumental in drafting the Act, the Model Procedures for public entities, and the Commonwealth of Virginia Procedures. In addition, Williams Mullen attorneys have lectured extensively on the PPEA and PPTA before legislative bodies, government officials, trade and professional associations, and other lawyers.

Lewis Scully Gionet, Inc.

Lewis Scully Gionet, Inc. is a landscape architectural, planning and urban design firm with extensive experience in the design of landscapes for office buildings and corporate

1. QUALIFICATIONS AND EXPERIENCE

campuses throughout the Washington, DC metropolitan area. The firm is aware of the particular site needs of corporate facilities and is skillful in effective management of issues such as the minimization of pedestrian/automobile conflicts, automobile circulation and parking. Firm project designers are proficient at developing landscape concepts that accommodate facility users including employees, visitors and others with a range of outdoor hard and soft surfaced spaces, shade, lighting, furniture, directional signage, plantings and other amenities.

Wells & Associates, LLC

Wells & Associates, LLC (W&A) is a professional traffic, transportation, and parking consulting firm which has provided services for many public and private clients throughout the country. W&A has comprehensive experience with transportation issues in the Washington Metropolitan area related to office facilities, mixed-use development, and transit-oriented projects. The firm's services on these projects include solving access, circulation, and parking problems and advising clients on Travel Demand Management (TDM) programs that reduce peak traffic and parking demands.

Our familiarity with transit-oriented, mixed-use projects throughout the country provides our clients with a unique resource in the planning of transportation infrastructure for these types of projects. One of the strengths W&A brings to a project team is experience with design concepts for similar projects and the understanding gained from those concepts which have been successful. Local projects which W&A has worked on include One Loudoun Station, Brambleton, Potomac Yards, and Anacostia Gateway Government Center.

W&A is equipped with the latest computer hardware, software, local standards, and other reference materials. The firm is a nationally recognized expert and is thoroughly familiar with the latest and best techniques for solving traffic, parking, transit, pedestrian, and bicycle problems in fulfillment of its clients' requirements.

Williams Jackson Ewing

For more than 30 years, Williams Jackson Ewing (WJE) has conceptualized and developed a variety of urban retail concepts in cities and towns across the U.S. The firm has restored some of the nation's most treasured landmarks, including Grand Central Terminal in New York City. WJE's creative work and innovative style has been influencing retail development, whether it is mixed use, urban, waterfront, regional mall or community center, for the last 25 years.

WJE's founding partners started their careers with The Rouse Company as the team for the 1974-1978 redevelopment of Faneuil Hall Marketplace in Boston. Michael Ewing also served as the director of leasing for Harborplace in Baltimore's Inner Harbor from 1978 to 1980.

1. QUALIFICATIONS AND EXPERIENCE

With more than 25 years experience, the company is recognized as a foremost authority in retail development trends. They have become internationally renowned for landmark urban projects like Union Station in Washington, D.C. and classic regional centers like Suburban Square in Philadelphia.

Fore Consulting, Inc.

Fore Consulting, Inc. is a regional real estate consulting firm located in Northern Virginia founded ten years ago by Julian W. Fore and Robert J. Campbell, both former officers of GA/Partners, previously Gladstone Associates. The principals' collective experience across the real estate industry spans nearly 60 years. They have witnessed industry trends and changes from the perspective of every major land use and in many parts of the country. As officers of GA/Partners, and subsequently as partners of Arthur Andersen, the principals have provided a broad array of clients with a full range of real estate consulting services.

Fore Consulting is active in the Baltimore-Washington D.C. region and around the country providing product specific market assessments, financial evaluations, and fiscal impact analyses (including projections of tax revenues) for developers, corporations, and financial institutions, as well as government. The firm is often called upon to assist businesses in strategic and general business planning, and it offers highly customized real estate and economic consulting services. Fore Consulting assists those who own real estate - either for their own use or for its investment potential - to understand the relevant market dynamics and strategic opportunities, which can maximize individual asset and overall business performance.

Fore Consulting, Inc. will assist Capital Associates to understand the relative importance of its Loudoun on 7 site within Loudoun County by examining various socio-economic and real estate development indicators, coupled with identifying tax revenues that would accrue to Loudoun County from the proposed development. In this, Fore Consulting, Inc. will examine the current and future numbers of households and jobs in the vicinity of Lexington 7. They will also quantify the levels of current and future commercial real estate development within the vicinity of Lexington 7. Fore Consulting will also measure the tax and other revenues that would accrue to the Loudoun County General Fund associated the development of Lexington 7, as well as the level of permanent on-site employment.

JFW Consulting

JFW Consulting serves the needs of public entities, non-profits, institutions, associations, corporations and real estate professionals by crafting achievable business/real estate solutions using the fundamentals of strategic planning, project management, communications, financial analysis and team development. Building on a foundation of more than 17 years dealing with matters relating to high-level corporate and institutional real estate, strategic planning and project management, JFW Consulting helps its clients identify, value and implement appropriate and innovative solutions

1. QUALIFICATIONS AND EXPERIENCE

Bank of America Securities

Bank of America Corporation, a holding company, provides banking and nonbanking financial services and products in the United States and internationally. It primarily operates in three segments: Global Consumer and Small Business Banking (GCSBB), Global Corporate and Investment Banking (GCIB), and Global Wealth and Investment Management (GWIM). The GCSBB segment offers credit cards, and co-branded and affinity card products; processing services for merchant card receipts; mortgage products and services; and consumer deposit and debit products, including savings accounts, certificates of deposits, individual retirement accounts, checking accounts, debit cards, and business checking options. The GCIB segment provides working capital management, commercial lending, investment banking, capital markets, and insurance services; products and services, including credit and treasury management solutions.

KEY PERSONNEL

PRINCIPAL TEAM

Capital Associates

Huge Little, Founder

Meade Rhoads, Associate Partner

Frank Baird, Associate Partner

James Whited, Chief Financial Officer

Harold Bowles, Project Manager

Jack Davenport, Director of Property Management

Thomas Huff, Project Manager

Stephen Porterhouse, Project Manager

Gilbane Building Company - Mid-Atlantic Regional Office

Paul Schwarzenberg, Senior Project Manager

Mark A. Luria, Project Executive

Allan Beaulieu, General Superintendent

Cooper Carry

David Kitchens, Principal-In-Charge

Stephen Smith, AIA, Principal

Kathryn Kruhm Peterschmidt, AIA, Associate

Lauren Perry Ford, AIA, LEED, Associate

Karen Trimbach, IIDA, Interiors Project Manager

Joseph Shelhorse, Project Manager

1. QUALIFICATIONS AND EXPERIENCE

Christopher Consultants

Louis Canonico, P.E., Regional Vice President/Principal in Charge

Christopher Lupia, P.E., Director of Design

Paul Tiffin, P.E., Senior Project Manager, Associate

Michael O'Hara, P.E., Project manager, Associate

Gary Schafer, Project Manager, Certified Arborist

SUPPORT TEAM

Williams Mullen

Charles E. Wall, Partner

Ralph L. "Bill" Axselle, Jr., Partner

William W. Harrison, Jr., Partner

Lewis Scully Gionet

Mark Lewis, Principal/Landscape Architect

Robert Karl Esselburn, Principal/Landscape Architect

Brian Jacobson, ASLA, Associate/Landscape Architect

Amol Deshpande, ASLA, Project Manager/Landscape Architect

Wells & Associates

Chris Turnbull, Principal Associate

Williams Jackson Ewing

Michael J. Ewing, President

Michelle L. Dawson, Director of Leasing

Michael D. Smith, Business Development/Project Manager

Charles F. Johnson, Chief Financial Officer

Fore Consulting

Julian Fore, President

Robert Campbell, Senior Vice President

JFW Consulting

Jody Winters, Consultant

Bank of America Securities

Edward Boyles, Managing Director

Greg Fawcett, Vice President

Fran Busby, Managing Director

1. QUALIFICATIONS AND EXPERIENCE

PAST SAFETY PERFORMANCE

Gilbane, among the Top 10 Domestic Builders in the United States, has the best safety record in the country, as evidenced by our consistently low Workman's Compensation Experience Modification Rate (EMR) for the last three years, which remains well below the industry average of 1.2.

2006 - 0.31

2005 - 0.39

2004 - 0.38

The corporate safety record of Gilbane will be of critical importance to the County's insurer. Gilbane's safety performance and low EMR will be of significant value to project insurance requirements. The company's safety record can yield substantial project cost savings when Gilbane's outstanding EMR rate and carefully pre-qualified subcontractors are utilized.

TECHNICAL PERFORMANCE HISTORY

See Appendix A.

GUARANTEES AND WARRANTIES

The Loudoun on 7 team will provide guarantees and warranties related to this project that reflect industry standards and are satisfactory to the parties. These items will be addressed further in the next phase and in subsequent contract negotiations.

- c. For each firm or major subcontractor that will be utilized in the project, provide a statement listing all of the firm's prior projects and clients for the past 3 years and contact information for same (name, address, telephone number, e-mail address). If a firm has worked on more than ten (10) projects during this period, it may limit its prior project list to ten (10), but shall first include all projects similar in scope and size to the proposed project and, second, it shall include as many of its most recent projects as possible. Each firm or major subcontractor shall be required to submit all performance evaluation reports or other documents, which are in its possession evaluating the firm's performance during the preceding three years in terms of cost, quality, schedule maintenance, safety, and other matters relevant to the successful project development, operation, and completion.*

See Appendix B.

1. QUALIFICATIONS AND EXPERIENCE

- d. *Provide the names, prior experience, addresses, telephone numbers and e-mail addresses of persons within the firm or consortium of firms who will be directly involved in the project or who may be contacted for further information.*

See Appendix C for resumes of referenced individuals.

PRINCIPAL TEAM

Capital Associates

Hugh D. Little, Founder
1100 Crescent Green Drive, Suite 250
Cary, NC 27518-8105
(919) 233-9901
hlittle@casso.com

Meade Rhoads, Associate Partner
1199 N. Fairfax Street, Suite 450
Alexandria, VA 22341
(703) 548-1400
mrhoads@casso.com

Frank Baird, Associate Partner
1100 Crescent Green Drive, Suite 250
Cary, NC 27518-8105
(919) 233-9901
fbaird@casso.com

Thomas Huff, Project Manager
1100 Crescent Green Drive, Suite 250
Cary, NC 27518-8105
(919) 233-9901
thuff@casso.com

Stephen Porterfield, Project Manager
1100 Crescent Green Drive, Suite 250
Cary, NC 27518-8105
(919) 233-9901
sporterfield@casso.com

Harold Bowles, Project Manager
1100 Crescent Green Drive, Suite 250

1. QUALIFICATIONS AND EXPERIENCE

Cary, NC 27518-8105
(919) 233-9901
hbowles@casso.com

Jack Davenport, Director of Property Management
1100 Crescent Green Drive, Suite 250
Cary, NC 27518-8105
(919) 233-9901
jdavenport@casso.com

James Whited, Chief Financial Officer
1100 Crescent Green Drive, Suite 250
Cary, NC 27518-8105
(919) 233-9901
jwhited@casso.com

Gilbane, Inc.

Mark Luria, Project Executive
7901 Sandy Spring Road, Suite 500
Laurel, MD 20707
(301) 317-6177
(301) 317-6128 (Direct)
(202) 438-4546 (Mobile)
mluria@gilbaneco.com

Paul Schwarzenberg, Senior Project Manager
7901 Sandy Spring Road, Suite 500
Laurel, MD 20707
(301) 317-6177
pschwarzenberg@gilbane.com

Allan Beaulieu, General Superintendent
7901 Sandy Spring Road, Suite 500
Laurel, MD 20707
(301) 317-6177
abeaulieu@gilbane.com

Cooper Carry

David Kitchens, AIA, Principal-In-Charge
625 N. Washington Street
Suite 200
Alexandria, VA 22314
(703) 519-6152
davidkitchens@coopercarry.com

1. QUALIFICATIONS AND EXPERIENCE

Stephen Smith, AIA, Principal
625 N. Washington Street
Suite 200
Alexandria, VA 22314
(703) 519-6152
stevesmith@coopercarry.com

Kathryn Kruhm Peterschmidt, AIA, Associate
625 N. Washington Street
Suite 200
Alexandria, VA 22314
(703) 519-6152
katiepeterschmidt@coopercarry.com

Lauren Perry Ford, AIA, LEED, Associate
625 N. Washington Street
Suite 200
Alexandria, VA 22314
(703) 519-6152
laurenperryford@coopercarry.com

Karen Trimbach, IIDA, Interiors Project manager
625 N. Washington Street
Suite 200
Alexandria, VA 22314
(703) 519-6152
karentrimbach@coopercarry.com

Joseph Shelhorse, Project Manager
625 N. Washington Street
Suite 200
Alexandria, VA 22314
(703) 519-6152
joeshelhorse@coopercarry.com

Christopher Consultants Ltd.
Louis Canonico, P.E., Vice President
45940 Horseshoe Drive, Suite 100
Sterling, Virginia 20166
(703) 444-3707
loucanonico@CCL-eng.com

Christopher J. Lupia, P.E., Director of Design
45940 Horseshoe Drive, Suite 100

1. QUALIFICATIONS AND EXPERIENCE

Sterling, Virginia 20166
(703) 444-3707
chrislupia@CCL-eng.com

Paul Tiffin, P.E., Senior Project Manager
45940 Horseshoe Drive, Suite 100
Sterling, Virginia 20166
(703) 444-3707
paultiffin@CCL-eng.com

Michael O'Hara, P.E. Senior Project Manager
9900 Main Street, 4th Floor
Fairfax, Virginia 22031
(703) 273-6820
mikeohara@CCL-eng.com

Gary Schafer
Project Manager
45940 Horseshoe Drive, Suite 100
Sterling, Virginia 20166
(703) 444-3707
garyschafer@CCL-eng.com

SUPPORT TEAM

Williams Mullen
Charles E. Wall, Partner
1021 East Cary Street,
Richmond, VA 23218-1320
(804) 643-1991
cwall@williamsmullen.com

Ralph L. "Bill" Axselle, Jr.,
1021 East Cary Street,
Richmond, VA 23218-1320
(804) 643-1991
baxselle@williamsmullen.com

William W. Harrison Jr., Partner
222 Central Park Avenue, Suite 1700
Virginia Beach, VA 23462-3035
(757) 499-8800
wharrison@williamsmullen.com

1. QUALIFICATIONS AND EXPERIENCE

Lewis Scully Gionet

Mark Lewis, Principal/Landscape Architect
1919 Gallows Road, Suite 110
Vienna, VA 22182
(703) 821-2045 x 104
mlewis@lsginc.com

Robert Karl Esselburn, Principal/Landscape Architect
1919 Gallows Road, Suite 110
Vienna, VA 22182
(703) 821-2045 x 107
besselburn@lsginc.com

Brian Jacobson, ASLA, Associate/Landscape Architect
1919 Gallows Road, Suite 110
Vienna, VA 22182
(703) 821-2045 x 121
bjacobson@lsginc.com

Amol Deshpande, ASLA, Project Manager/Landscape Architect
1919 Gallows Road, Suite 110
Vienna, VA 22182
(703) 821-2045 x 119
adeshpande@lsginc.com

Wells & Associates

Christopher Turnbull, Principal Associate
1420 Spring Hill Road, Suite 800
McLean, VA 22102
(703) 917-6620
cturnbull@mjwells.com

Williams Jackson Ewing

Michael J. Ewing, President
2002 Clipper Park Rd
Baltimore, MD 21211
410.752.6007
mjewing@wjeinc.com

Michelle L. Dawson, Director of Leasing
2002 Clipper Park Rd
Baltimore, MD 21211

1. QUALIFICATIONS AND EXPERIENCE

410.752.6007

mldawson@wjeinc.com

Michael D. Smith, Business Development/Project Manager

2002 Clipper Park Rd

Baltimore, MD 21211

410.752.6007

mdsmith@wjeinc.com

Charles F. Johnson, Chief Financial Officer

2002 Clipper Park Rd

Baltimore, MD 21211

410.752.6007

cfjohnson@wjeinc.com

Fore Consulting

Julian W. Fore, President

1493 Chain Bridge Road

Suite 104

McLean, VA 22101

703-761-5500

julian@foreconsulting.com

Robert J. Campbell, Senior Vice President;

1493 Chain Bridge Road

Suite 104

McLean, VA 22101

703-761-2359;

bob@foreconsulting.com

JFW Consulting

Jody F. Winters, Consultant

1514 Snughill Court

Vienna, VA 22182

(703) 821-0088

jwinter@jfwconsulting.com

Bank of America Securities

Edward Bowles, Managing Director

Public Finance Atlantic Group

214 North Tryon Street

Charlotte, NC

1. QUALIFICATIONS AND EXPERIENCE

(704) 387-2790

edward.boyles@bankofamerica.com

Greg Fawcett, Vice President

Public Finance Atlantic Group

214 North Tryon Street

Charlotte, NC

(704) 387-1976

greg.f.fawcett@bankofamerica.com

Fran Busby, Managing Director

Public Finance Atlantic Group

Real Estate Secured Finance

8300 Greensboro Dr., Ste. 275

McLean, VA 22102

(703) 761-8144

fran.busby@bankofamerica.com

- e. Provide a current or most recently audited financial statement of the firm or firms and each partner with an equity interest of twenty percent or greater.*

Pursuant to discussions with Loudoun County's Procurement Manager, financial information regarding Loudoun on 7, LLC (and its equity owners) will be provided upon request of the County.

- f. Identify any persons known to the proposer who would be obligated to disqualify themselves from participation in any transaction arising from or in connection to the project pursuant to The Virginia State and Local Government Conflict of Interest Act, Chapter 31 (§ 2.2-3100 et seq.) of Title 2.2.*

Loudoun on 7, LLC is not aware of any team member that would be obligated to disqualify it from participating in this project or any transaction related thereto pursuant to the Virginia State and Local Government Conflict of Interest Act. See related information in Appendix D.

- g. Identify proposed plan for obtaining sufficient numbers of qualified workers in all trades or crafts required for the project.*

QUALIFIED WORKERS

Obtaining qualified workers in today's super-heated local construction market will be a key to the success of the Government Administrative Center development. The Loudoun

1. QUALIFICATIONS AND EXPERIENCE

on 7 team is well-positioned to deliver what is needed: qualified, experienced workers with the right skills at the right time. Gilbane will be central to this effort, and it has the track record to prove it. The company has been successfully building buildings for over 133 years and has developed a respected position within the business and subcontracting communities.

Gilbane's volume and experience have contributed to an extensive and well-researched database of qualified local and national subcontractors and vendors. It has access to the most financially sound, quality-conscious, experienced subcontractors and vendors in the country. The company's ability to understand the local market conditions--along with its ability to evaluate which local contractors are stretched by current contracts and which have the available capacity--are unmatched, helping this premier builder to successfully execute a project of this magnitude. Gilbane's strength and legacy of national success adds great value to the bidding process. No contractor is in a better position to drive cost savings from increased competition in the bidding for this project.

Gilbane's purchasing process is thorough and proven. It starts with a comprehensive pre-qualification process prior to any firm being invited to bid on a Gilbane project. Gilbane has the proven experience and ability to go into new areas, pre-qualify the subcontractors, locate the necessary trade labor, and understand the local issues. Gilbane is committed to working with subcontractors from the local Loudoun County marketplace wherever possible. The Loudoun on 7 team understands the positive impact this brings to the local economy and the benefit it brings to the County in terms of warranty service and other future maintenance needs.

DIVERSITY CONTRACTING

Gilbane is a recognized leader in diversity contracting for public, private and institutional clients. The following chart highlights recent successes that our Mid-Atlantic region has accomplished on projects with challenging goals, as well as projects without goals:

1. QUALIFICATIONS AND EXPERIENCE

Project Name	Construction Value	Goal	Actual
Medical College of Virginia "Gateway Hospital	\$37.9 Million	20%	22%
University of Virginia McIntire School of Commerce	\$42 Million	0%	17%
*VCU School of Business/School of Engineering	\$64.5 Million	20%	29%
*Virginia State Capitol Restoration and Expansion	\$75 Million	20%	39%
Virginia Commonwealth University Renovation Program (1st Term Contract)	\$5 Million	20%	31%
Senator Robert F. Kennedy Main Justice Building Renovation	\$150 Million	35%	38%
Towson University Center for the Arts	\$39.6 Million	25%	30%
Johns Hopkins University Peabody Institute Renovations	\$20 Million	0%	37%
Holy Cross Hospital	\$42.2 Million	0%	61%
George Washington University Elliott School of International Affairs & Residence Hall	\$57 Million	0%	21%
Northern Virginia Community College Medical Education Campus	\$28.1 Million	0%	10%

* On-going Projects

SMALL, WOMEN AND MINORITY-OWNED BUSINESS (SWAM) OUTREACH PLAN

Our project team will institute several major initiatives to achieve our SWAM goals, including a full-day SWAM Outreach Forum, designed to give local SWAM contractors information about the project, as well as to provide a networking opportunity between Prime Contractors and SWAM contractors. We will devote all of our regional resources to ensure a significant and meaningful SWAM participation program on the Loudoun County Government Administrative Center project. Specifically, Gilbane will:

- 1) Maintain and update our diversity resource listing. Gilbane already has a substantial, detailed listing of diversity resources, compiled from internal and regional agency resources. Our team will use this list to conduct outreach and inclusion programs for this project. This list contains over 300 Minority Business Enterprise, Small, Small Disadvantaged and Woman-Owned Small Businesses who may be potential subcontractors, trade contractor staff resources or material vendors from the surrounding three-state region. Gilbane has been developing these resources for our private, state and federal contract work in the Commonwealth for the last 30 years.
- 2) Maintain a list of MO/WO/SB certified firms.
- 3) Contact and participate with other local and regional associations which are involved with SWAM companies.

1. QUALIFICATIONS AND EXPERIENCE

h. *For each firm or major subcontractor that will perform construction and/or design activities, provide the following information:*

(1) A sworn certification by an authorized representative of the firm attesting to the fact that the firm is not currently debarred or suspended by any federal, state or local government entity.

See Appendix E.

(2) A completed qualification statement that reviews all relevant information regarding technical qualifications and capabilities, firm resources and business integrity of the firm, including but not limited to, bonding capacities, insurance coverage and firm equipment. This statement shall also include a mandatory disclosure by the firm for the past three years any of the following conduct:

- (A) Bankruptcy filings*
- (B) Liquidated damages*
- (C) Fines, assessments or penalties*
- (D) Judgments or awards in contract disputes*
- (E) Contract defaults, contract terminations*
- (F) License revocations, suspensions, other disciplinary actions*
- (G) Prior debarments or suspensions by a governmental entity*
- (H) Denials of prequalification, findings of non-responsibility*
- (I) Safety past performance data, including fatality incidents, "Experience Modification Rating," "Total Recordable Injury Rate" and "Total Lost Workday Incidence Rate"*
- (J) Violations of any federal, state, or local criminal or civil law*
- (K) Criminal indictments or investigations*
- (L) Legal claims filed by or against the firm*

See Appendix F.

i. *Worker Safety Programs:* *Describe worker safety training programs, job-site safety programs, accident prevention programs, written safety and health plans, including incident investigation and reporting procedures.*

Gilbane's Safety Management Program is an intertwining of many aspects of safety, management philosophy, quality, regulatory and monetary requirements, as well as meeting the ultimate objective of building the project. The following summary details the elements that we have been successfully incorporated into Gilbane's safety program to meet the demanding and constantly changing nature of construction.

Gilbane Corporate Safety Program Outline

Table of Contents

Construction Safety Management Program

1. Management Accountability and Commitment
 - 1.1 Safety Policy*
 - 1.2 Experience Modification Rate*
2. Safety and Health Program
 - 2.1 Loss Control Manual Outline*
 - 2.2 Project Program Outline*
3. Orientation
4. Site Safety Meetings
5. Safety Enforcement
6. Safety Permit Systems
7. Statistical Reporting
8. Accident Investigation and Reporting
9. Subcontractor Safety
10. Gilbane Professional Safety Staff
11. Drug and Alcohol Policy
12. Safety Training and Education
13. Public Relations

1. Management Accountability and Commitment

It is often said that “safety starts at the top.” Among the managers and employees of Gilbane there is no doubt as to the commitment of Chairman Thomas F. Gilbane, Jr. and President William Gilbane, Jr. Both are the driving force thrusting Gilbane towards its goal of ZERO accidents and are instrumental in achieving the present level of safety excellence.

1.1 Safety Policy

Safety performance is a measurable goal to which all Gilbane employees are held accountable as part of their annual performance evaluation as well as on a daily basis. Performance is measured by the accident incident rates of both Gilbane workers and those of all subcontractors as compared to the target goals of 20% of Bureau of Labor Statistics. This performance is reported on a monthly basis to both corporate and regional management. Both Paul Choquette and Thomas Gilbane interact frequently with those who do not adhere to this strict level of safety.

1. QUALIFICATIONS AND EXPERIENCE

Performance is also measured by the effort expended towards accident prevention as evaluated by the Gilbane SCORE (Safety Conformance Review) system. This system, an internal evaluative process conducted by Gilbane safety professionals, determines if a project is in conformance with OSHA, client and Gilbane safety requirements. A passing SCORE is perfection; nothing less is acceptable.

Success in safety is a constantly moving target. It is measured in human terms by the elimination or reduction in accidents and reported in a statistical manner as compared to the industry - our peers in the business. Measured by those standards, the Gilbane safety program is a success.

Success in safety can be measured in monetary terms as compiled by the insurance industry in the Experience Modification Rate (EMR) applied as a multiplier to the Workers Compensation premium.

1.2 Interstate Experience Modification Rate

Our Experience Modification rate is .31.

2. Safety and Health Program

Gilbane's Loss Control Manual contains the fundamental aspects of our Safety and Health Program. In addition, it has been successfully integrated into the Corporate philosophy through its inclusion in the Operations Manual used in everyday operation.

2.1 Loss Control Manual Outline

Our Loss Control Manual illustrates the established procedures for safety provided as guidelines for all projects. This is a living document with continuing changes as both regulatory standards change and internal Gilbane demands arise. Most recently revised are segments on "Six-Foot Fall," "Lead" and "Process Safety Management".

2.2 Project Safety Program

- Every Gilbane project develops a site-specific Safety and Health Program to address their unique demands and needs. This plan is developed by the Project Executive and/or Project Manager in cooperation with Gilbane's Regional Safety Director, Carol Murkland.

3. Safety Orientation

Gilbane firmly believes that the success of the Safety Program is directly related to the education of the workers involved in the construction of the project. A Corporate Safety Orientation video is viewed by all workers, whether employed by Gilbane or by its subcontractors, visitors or owner's personnel, prior to their being permitted to work at a specific project.

This video is an integral part of the Safety Orientation process informing each worker of the safety requirements, the commitment of the Gilbane site management to safety and

1. QUALIFICATIONS AND EXPERIENCE

the client's special needs. This Safety Orientation promotes a high level of safety awareness on the project and provides a level of contact with project supervision. Following the orientation, a hard hat decal is presented to all. Along with the safety requirements education is an introduction to the enforcement provisions. We stress safety as a primary criteria for continued presence on the project. All other aspects such as schedule, cost or personal convenience are secondary.

It is our philosophy that all who work on a Gilbane project deserve to return home in the same condition they arrived at work that day. Project Safety Manuals are developed for both Gilbane and subcontractor employees. Where the need arises, safety orientation videos and employee safety manuals are developed for a specific project.

4. Project Safety Meetings

Gilbane requires all trade contractors to conduct weekly "Tool-Box" safety meetings with their respective work forces. Assistance is provided through Gilbane developed Tool-Box talks as well as the Associated General Contractors of America Tool Box Talks. A specific topic is chosen for each meeting. Attendance is mandatory and recorded. Safety is always the first topic on all project supervisory meetings, generally held on a weekly basis. All contractor management personnel are in attendance and are expected to share this information with their personnel.

Gilbane requires that each subcontractor designate a qualified safety coordinator to represent their employees and to conduct periodic safety inspections and training. Safety coordinator meetings are also generally conducted on a monthly basis. This opportunity is used as training in specific procedures and needs such as trenching and shoring, lockout/tag-out, scaffolding or fall protection. Training is conducted by Gilbane safety personnel, insurance representatives or outside experts.

A proven method to enhance safety awareness is to conduct First Aid and CPR classes. This not only provides on-site trained personnel, but also provides a valuable resource to their own families and friends when off the job. A valid concern today is the prevention of infection from blood-borne disease. This concern is addressed by providing protective equipment such as disposable gloves and CPR masks, along with an education as to the actual dangers.

5. Safety Enforcement

A safety program is only as effective as the commitment behind it. In other words, "Do you really mean it?" As a measure of this commitment by Gilbane, Paul J. Choquette, past President, established a "Stop Work for Safety" award which recognizes Gilbane employees who have taken extraordinary steps to assure safety on their projects. The criteria for this award is an employee must be recognized for taking prompt, effective action to stop an unsafe practice or work procedure and to assure its continued, safe progress.

1. QUALIFICATIONS AND EXPERIENCE

6. Safety Permit Systems

Safety Permit Systems are developed for known and recognized hazards. These include Hot Work, Scaffold, Trenching and Shoring, Electrical Lockout/Tag-out, Confined Space, and guardrail permits. Where necessary, specific procedures are developed to coordinate with unique client demands.

7. Statistical Reporting

Gilbane collects accident and manpower information on a daily basis from all contractors working on Gilbane projects, compiling the data and reporting it on a monthly basis. This information does not simply satisfy curiosity - it allows analysis of where the accidents are occurring, which subcontractors are in trouble and need assistance and where to direct specific action to improve safety.

This compilation is also used as an illustration of management commitment and in the evaluation of the project supervision effectiveness in safety in their annual reviews. Gilbane also compiles a listing of subcontractors who have had accidents or other significant safety-related problems on a monthly basis. The principal officers of these subcontractors are brought into the Regional office for a meeting with the Regional Manager, the Regional Safety Manager, Purchasing and the Project Executive to explain the problem and work for a lasting solution. Continuation of the lack of regard for safety places will eliminate their presence on our bidders list for future opportunities.

8. Accident Investigation, Reporting

All accidents of any significance are investigated and reported upon. Attached is a sample from the Loss Control Manual prepared for use in the field. Gilbane project supervisors are trained in the proper accident investigation techniques. Assistance is also provided from our insurance carrier in the event of catastrophic occurrence. While this type of event is exceedingly rare, all Gilbane professional safety staff would be called upon to assist the project staff.

9. Subcontractor Safety

Gilbane recognizes that the success of our safety program will only be as good as the success of our subcontractor's safety performance. As discussed above, the safety performance on a project is monitored on a monthly basis in the Regional and Corporate offices. Trends are noted and corrective measures are implemented where necessary. All subcontractors safety programs, OSHA Citation records and insurance experience modification rates are evaluated prior to contract award. An EMR of greater than 1.0 precludes the subcontractor from bidding. Failure of any one of these criteria give cause for careful, close examination. It is a given fact within Gilbane that a safe subcontractor will also be a quality performer on the project.

Success is also rewarded through the safety recognition programs in effect on most Gilbane projects. These are directed at rewarding individual safe work performance

1. QUALIFICATIONS AND EXPERIENCE

through spot awards of \$20 or \$50; through milestone achievements such as 1,000,000 man-hours without a Lost Work Day accident; or through specific achievement periods such as one month without a Lost Work Day accident.

Conversely, lack of success is also recognized through reevaluation of a subcontractor's access to the approved bidders list or even continued presence on the work site.

10. Gilbane Safety and Health Professionals

The Gilbane team of safety professionals is lead by Corporate Director of Safety, Tony O'Dea, a registered Professional Engineer in Safety who has been active in numerous industry safety efforts. Mr. O'Donovan participates in many safety committees, and is very active in professional societies. Some of these include:

- Currently serves as Chairman of the National Safety Committee of the National Center for Construction Education and Research
- Past General Chairman of the National Safety Council Construction Section Executive Committee, and still an active member
- Past Chairman of both the Rhode Island and Massachusetts Associated General Contractors (AGC) chapters and a member of the AGC National Safety and Health Engineers Advisory Committee
- Chairman Safety Committee Construction Management Association
- Member of the American National Standards Institute A10 Committee on Construction and Demolition Operations, Chairman of A10.32 on Fall Protection and also is a Professional Member of The American Society of Safety Engineers (ASSE) as well as serving on several A10 subgroups
- Member of the National Construction Safety Executives
- Professional Member of the National Safety Management Society.

Gilbane has five regional safety managers located in Providence, Rhode Island; **Laurel, Maryland**; Houston, Texas; Lawrenceville, New Jersey; and Chicago, Illinois; who are responsible for assisting the various projects in their respective regions on safety. Safety professionals are also on various projects as size and needs dictate. Presently there are 14 so employed.

All Gilbane safety professionals are certified to conduct training in the OSHA Hazard Recognition Outreach training and do so on a regular basis. All are active within their respective geographic areas.

All within the safety staff are encouraged to be active within industry groups and professional organizations such as the ASSE. All are given the opportunity for professional advancement and training such as specialized training on cranes, attendance at the ASSE Professional Development Conference or National Safety Council annual Congress. Several are studying for Certified Safety Professional.

1. QUALIFICATIONS AND EXPERIENCE

11. Drug and Alcohol

Gilbane has an effective drug and alcohol policy and program that serves to reduce the potential of impaired persons affecting others. In addition, an Employee Assistance Program is a valuable adjunct to the company benefit programs. It is not the intent of Gilbane to act as a policeman for society's ills, but rather to aid in the return of those under the influence to a productive future. This will both serve the company's interests and that of the employees' family and friends. Several of our projects currently under construction have active drug and alcohol programs being administered with the assistance of Gilbane personnel.

12. Safety Training and Education

Education is the cornerstone of an effective safety program. We are proud of the effort put forth on all Gilbane projects. Our Safety Department has been instrumental in the development of an industry-recognized training program to train safety coordinators. This two-day program imparts the fundamentals of construction safety through the use of interactive instruction and multimedia aids. As an adjunct all attendees receive an OSHA certification. This course has received accolades from the numerous subcontractor and client personnel who have also attended.

All regional safety personnel as well as all jobsite safety personnel are actively involved in training on an everyday basis. This training and education effort pays multiple dividends in improved safety awareness as well as reduction in accidents.

A Fall Prevention Manual was developed during 1993 to reduce the incidence of falls on all construction projects. Mr. O'Dea was key in the industry group that compiled the data and course outline. This also leads to the adoption of a 6 foot fall rule on all Gilbane projects that should go far in preventing falls which account for over 1/3 of the construction-related fatalities. Ms. Carol Murkland (Laurel, Maryland) served on the OSHA Negotiated Rule-making for Steel Erection (SENRA) which is developing new safety standards for the steel erection industry.

A lending-library of construction safety videos is maintained in the corporate office for use in the regions, by subcontractors and various project sites.

13. Publicity

Safety is not a secret. Success must be celebrated. Problems that have been encountered along with their solutions must be shared to prevent needless repetition. Gilbane does this in numerous ways. Individual projects have newsletters which are instrumental in establishing common goals on specific projects. Safety Alerts are published on a regular basis to share concerns and successes; *Safety Line* is also published to share between projects methods that work, OSHA regulations and industry concerns; *On the Beam*, a Gilbane internal communication, always trumpets safety success stories; *Bulletin*, a Gilbane communication to both employees and clients includes information on safety in every issue.

1. QUALIFICATIONS AND EXPERIENCE
